FORM D

1167360

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB NUMBER:

3235-0076

Expires:

November 30, 2001

Estimated average burden

hours per response......16.00

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1	1	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

10% Senior Secured Convertible Promissory Notes

7							
	Filing	Under	(Check	hoxles) that a	nnlv).	

□ Rule 504 □ Rule 505

■ Rule 506 □ Section 4(6) □ ULOE



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Omrix Biopharmaceuticals, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

200, Chaussee de Waterloo, Rhode St. Genese, 1640 Belgium

Address of Principal Business Operations (if

(Number and Street, City, State, Zip Code)

011 32 3 3599 149

Telephone Number (Including Area Code)

different from Executive Offices) Brief Description of Business:

Develops therapies in the plasma and biotechnology field.

Type of Business Organization

■ corporation □ business trust □ limited partnership, already formed

□ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization 12 98 Actual □ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

□ other (please specify):

DE

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice w result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Barberich, John						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
			•			
C/o Omrix Biopharmaceuticals, Inc., 200				■ Director		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Taub, Robert						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		-	
C/o Omrix Biopharmaceuticals, Inc., 20) Chances de	Waterlee Phode St. Co	maca 1640 Palgium			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	- Fromoter	Deficited Owler	L'ACCULIVE OFFICE		General alluvoi Managing Farther	
Byok, Jan	(N) 1 10	G': S: 4 G': O	1 \			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)			
C/o Omrix Biopharmaceuticals, Inc., 20), Chaussee de	Waterloo, Rhode St. Ge	enese, 1640 Belgium			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Gadicke, Ansbert						
	(Number and S	treet, City, State, Zip Coo	de)			
			•			
C/o Omrix Biopharmaceuticals, Inc., 20	· · · · · · · · · · · · · · · · · · ·			D: .		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Nebgen, George						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
C/o Omrix Biopharmaceuticals, Inc., 20	A Chaussa da	Waterlan Phoda St. Co	noco 1640 Bolgium			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	Li Fiornotei	Delicited Owner	- Executive Officer		General and/of Managing Patrice	
(,						
Peeters, Jos	(2)	C: C: T: C	1 \			
Business or Residence Address (Number and Street, City, State, Zip Code)						
C/o Omrix Biopharmaceuticals, Inc., 20	0, Chaussee de	Waterloo, Rhode St. Ge	enese, 1640 Belgium			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
	(· · · · /			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING							
1.	Yes	No					
	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.						
2.							
2		Yes	No				
3.	Does the offering permit joint ownership of a single unit?	•					
4 .	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.						
Full Non-	Name (Last name first, if individual)						
	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer	****					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ (A _ (A _ (A _ (A	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
	iness or Residence Address (Number and Street, City, State, Zip Code)						
	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
		_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)							
Name of Associated Broker or Dealer							
States in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	All States						
_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\pi\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$ <u>11,600,000</u>	\$ <u>11,131,730</u>
	Equity	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>11,600,000</u>	\$ <u>11,131,730</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	19	\$ <u>11,131,730</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		· <u></u>
	Answer also in Appendix, Column 4, if filing under ULOE		Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C –		
	Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		¢
	Rule 505		Ψ
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	•	\$30,000
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	0	\$
	Total		\$ <u>30,000</u>

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXI	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate offel and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			\$	11,570,000
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in respectively.	any purpose is not known, furnish an es total of the payments listed must equal the	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate		0	\$		\$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$		\$
	Construction or leasing of plant buildings and faci	lities		\$		\$
	Acquisition of other business (including the value					
	that may be used in exchange for the assets or sec merger)			\$		\$
	Repayment of indebtedness			\$ <u>1,000,000</u>		\$ <u>4,600,000</u>
	Working capital			\$		\$ <u>5,970,000</u>
	Other (specify):		. 🗆	\$		\$
				\$		\$
	Column Totals		•	\$ <u>1,000,000</u>		\$ <u>10,570,000</u>
	Total Payments Listed (column totals added)			■ \$_	11,570,00	<u>o</u>
		D. FEDERAL SIGNATU	JRE			
an 1	e issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon v	If this notice written reque	is filed under Rule 505, the stof its staff, the information	following s	signature constitutes by the issuer to any
	ner (Print or Type) arix Biopharmaceuticals, Inc.	Signature M. M. Borber	in.	Date September 25, 2002		
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	ın M. Barberich	Chief Financial Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)